RIGINAL

FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

	14	14	223/							
OMB APPROVAL										
OMB Number: 3235-0076										
Expi.	res:	ΙqΑ	ril 30,2008							
Expires: April 30,2008 Estimated average burden										
hour	spe	rrespo	nse16. <u>00</u>							

SEC US	E ONLY
Prefix	Şerial
i	
ii	
DATE RE	CEIVED
1	1

Name of Offering (check if this is an amendment and name has changed, and indicate	change.)		
Prado Compass			859
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6)	□ nroe	Mail Processing Section
A. BASIC IDENTIFICATION 1	DATA		AUC 04 200H
1. Enter the information requested about the issuer			MID OF SUUD
Name of Issuer (check if this is an amendment and name has changed, and indicate check Compass, LLC	ange.)	1	Washington, DC
Address of Executive Offices (Number and Street, City, State 6300 N Sagewood Drive Suite H-424, Park City, UT 84098	mber (Including Area Code)		
Address of Principal Business Operations (Number and Street, City, State (if different from Executive Offices)	e, Zip Code)	Telephone Nu	imber (Including Area Code)
Brief Description of Business Privated Debt and Equity Capital			PROCESSED AUG 0 8 2008
			THOUSE BEAT
Type of Business Organization corporation business trust limited partnership, already formed limited partnership, to be formed	d other (please specify):		AUG 0 8 2008 THOMSON REUTE
Actual or Estimated Date of Incorporation or Organization: OT7 OT8 Act Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrevi CN for Canada; FN for other foreign jurisd	ation for State	nated	HOMOGUA
GENERAL INSTRUCTIONS			
P-41.			

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

			A. BASIC IDE	NTI	FICATION DATA				
2. Enter the information re	quested for the fol	lowin	g:	•					
 Each promoter of the 	he issuer, if the iss	uer h	as been organized wi	thin	the past five years;				
Each beneficial own	ner having the pow	er to v	ote or dispose, or dire	ect th	e vote or disposition o	of, 10	% or more o	f a clas	s of equity securities of the issuer.
 Each executive offi 	icer and director of	f corp	orate issuers and of o	огро	rate general and man	aging	partners of	partne	rship issuers; and
 Each general and m 	nanaging partner o	f parti	nership issuers.						
Check Box(es) that Apply:	Promoter Promoter	Ø	Beneficial Owner		Executive Officer		Director	Ø	General and/or Managing Partner
Full Name (Last name first, if Michael Hurd	f individual)		·						
Business or Residence Address 6300 N Sagewood Drive	•		, City, State, Zip Cod ty, UT 84098	de)		,			·-···
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)								
Business or Residence Address	ss (Number and	Street	, City, State, Zip Co	de)	<u>.</u>		<u> </u>		
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)		<u>.</u>						
Business or Residence Address	ss (Number and	Street	, City, State, Zip Co	de)			. <u></u> .		
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	f individual)	····							
Business or Residence Address	ss (Number and	Street	, City, State, Zip Coo	de)					
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	f individual)					<u> </u>			
Business or Residence Address	ss (Number and	Street	, City, State, Zip Coo	de)					
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)								
Business or Residence Address	ss (Number and	Street	, City, State, Zip Coo	de)					
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	f individual)				 		. <u> </u>		
Business or Residence Address	ss (Number and	Strect	, City, State, Zip Coo	de)	<u> </u>				

					B. Ii	NFORMAT	ION ABOU	T OFFERI	NG				
	. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								Yes	No E			
1.	rias tne	issuer soid	a, or does ti							_			×
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?								s 100	0,000.00			
	. What is the infinition divestment that will be accepted from any findividual.								Yes	No			
3.	Does th	e offering	permit join	t ownershi	p of a sing	de unit?							5 2)
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Ful	l Name (Last name	first, if indi	ividual)									
Bus	siness or	Residence	Address (N	lumber and	d Street, C	ity, State, Z	Lip Code)	· .					
Nar	me of As	sociated Bi	roker or De	aler					_				
Sta	tes in Wi	nich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers				 -		.=
	(Check	"All States	s" or check	individual	States)					******		☐ Al	l States
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (Last name	first, if indi	ividual)			· -						
Bus	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)				<u> </u>		
Nar	me of As	sociated Bi	oker or De	aler									
Sta	tes in Wh	nich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)	***************************************				*****************	•••••••		States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Ful	l Name (Last name	first, if indi	ividual)						-			
Bus	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)		··· <u>-</u>	·	•		
Nar	ne of Ass	sociated Br	oker or De	aler									<u>.</u>
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers				_		
	(Check	"All States	s" or check	individual	States)	***************************************	****************	•••••	••••••				States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	100,000,000.00	s 0.00
	Equity		\$
	Common Preferred		
	Convertible Securities (including warrants)	ş.	S
	Partnership Interests		
	Other (Specify)		
	Total	100,000,000.00	\$ 0.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$
	Non-accredited Investors		
	Total (for filings under Rule 504 only)		\$S
	Answer also in Appendix, Column 4, if filing under ULOE.		J
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	 	*
	Transfer Agent's Fees		s
	Printing and Engraving Costs		\$ 0.00
	Legal Fees		\$_0.00
	Accounting Fees	-	\$ 0.00
	Engineering Fees		\$ 0.00
	Sales Commissions (specify finders' fees separately)		\$ 0.00
	Other Expenses (identify)	_	\$ 0.00
	Total		\$ 0.00

	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSE	S AND USE OF PROCEEDS	
	b. Enter the difference between the aggregate offeri and total expenses furnished in response to Part C — C proceeds to the issuer."	Question 4.a. This difference is th	e "adjusted gross	\$
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	purpose is not known, furnish the payments listed must equal the	an estimate and	
			Payments to Officers, Directors, & Affiliates	
	Salaries and fees			[\$
	Purchase of real estate	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	S	_ [] \$
	Purchase, rental or leasing and installation of macl	ninery	\$	
	Construction or leasing of plant buildings and faci	lities		_ 🗆 \$
	Acquisition of other businesses (including the valu offering that may be used in exchange for the asset issuer pursuant to a merger)	s or securities of another		Ds
	Repayment of indebtedness			
	Working capital			_ \$ 100,000,000.00
	Other (specify):		[\$	_ 🗆 \$
			\$	
	Column Totals			\$ <u>100,000,000</u> .00
	Total Payments Listed (column totals added)		[] \$_	100,000,000.00
		D. FEDERAL SIGNATURE		
sig	issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to furninformation furnished by the issuer to any non-accr	ish to the U.S. Securities and Ex	xchange Commission, upon writ	
İss	ter (Print or Type)	Signature	Date	
Pr	ado Compass, LLC	H. W. Ll	July July	18,2008
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
Mi	chael Hurd	Manager		

- ATTENTION -

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No
	provisions of such rule?		X

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Prado Compass, LLC	4.6036	July 18, 2008
Name (Print or Type)	Title (Print or Type)	
Michael Hurd	Manager	

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1 2 3 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate explanation of offering price Type of investor and to non-accredited waiver granted) amount purchased in State investors in State offered in state (Part E-Item 1) (Part C-Item 2) (Part C-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited . **Investors** Amount Yes No No Investors Amount State Yes Debt, \$100m X ΑL X X ΑK Debt, \$100m X X AZDebt, \$100m × Debt, \$100m AR X X Debt, \$100m CA X Debt, \$100m X CO X Debt, \$100m X X CT X X DE Debt, \$100m X DC Debt, \$100m X × FLX Debt, \$100m X Debt, \$100m X GA Debt, \$100m X X Н Debt, \$100m X ID X X IL X Debt, \$100m IN Debt, \$100m X X × X IA Debt, \$100m X Debt, \$100m KS X × KY X Debt, \$100m X X LADebt, \$100m X X ME Debt, \$100m X MD X Debt, \$100m X × MA Debt, \$100m X Debt, \$100m X ΜI Debt, \$100m X MN X Debt, \$100m MS X X

APPENDIX

APPENDIX

1		2	3			4		5	
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО	x		Debt, \$100m						×
MT	×		Debt, \$100m						×
NE	×		Debt, \$100m						×
NV	X		Debt, \$100m						X
NH	×		Debt, \$100m				!		×
NJ	×		Debt, \$100m				l <u> </u>		×
NM	_ x		Debt, \$100m						×
NY	×		Debt, \$100m						X
NC	×		Debt, \$100m						×
ND	×		Debt, \$100m			_			×
ОН	_ x		Debt, \$100m						X
ОК	×		Debt, \$100m						×
OR	×		Debt, \$100m						×
PA	×		Debt, \$100m						×
RI	×		Debt, \$100m						×
SC	×		Debt, \$100m						X
SD	×		Debt, \$100m						×
TN	×		Debt, \$100m						×
TX	×		Debt, \$100m						×
UT	×		Debt, \$100m						×
VT	x		Debt, \$100m						×
VA	×		Debt, \$100m						×
WA	×		Debt, \$100m						×
WV	×		Debt, \$100m						_x
WI	×		Debt, \$100m						×

				APP	ENDIX								
1		2	3		4								
	to non-a	to sell accredited as in State a-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		amount purchased in State				amount purchased in State			ate ULOE, attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
WY	×		Debt, \$100m						×				
PR	×		Debt, \$100m						X				

